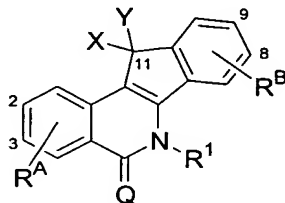


### In the Claims

Please amend claims 1, 15-16, and 24-25 as indicated below and add new claims 26-27; a complete listing of claims is provided pursuant to 37 C.F.R. § 1.121(c):

1. (currently amended) A compound of the formula:



wherein

Q is oxygen or sulfur;

X is hydrogen and Y is  $\text{CHR}^2\text{R}^3$ ,  $\text{NHR}^2$ ,  $\text{NHOR}^2$ , or  $\text{NHNHR}^2\text{R}^3$ ; or X and Y are taken together to form  $=\text{CR}^2\text{R}^3$ ,  $=\text{NR}^2$ ,  $=\text{NOR}^2$ ; or  $=\text{NNR}^2\text{R}^3$ ;

$\text{R}^1$ ,  $\text{R}^2$ , and  $\text{R}^3$  are each independently selected from the group consisting of hydrogen and a radical  $-(\text{CH}_2)_m\text{Z}$ , where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl,  $\text{C}_1$ - $\text{C}_6$  alkanoyloxy, optionally substituted benzoyloxy,  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_1$ - $\text{C}_6$  alkoxy,  $\text{C}_3$ - $\text{C}_8$  cycloalkyl,  $\text{C}_3$ - $\text{C}_8$  cycloalkoxy,  $\text{C}_2$ - $\text{C}_6$  alkenyl,  $\text{C}_2$ - $\text{C}_6$  alkynyl,  $\text{C}_1$ - $\text{C}_6$  haloalkyl,  $\text{C}_1$ - $\text{C}_6$  haloalkoxy,  $\text{C}_3$ - $\text{C}_8$  halocycloalkyl,  $\text{C}_3$ - $\text{C}_8$  halocycloalkoxy, amino,  $\text{C}_1$ - $\text{C}_6$  alkylamino,  $(\text{C}_1$ - $\text{C}_6$  alkyl)( $\text{C}_1$ - $\text{C}_6$  alkyl)amino, alkylcarbonylamino, N-( $\text{C}_1$ - $\text{C}_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $\text{C}_1$ - $\text{C}_6$  alkylaminoalkyl,  $(\text{C}_1$ - $\text{C}_6$  alkyl)( $\text{C}_1$ - $\text{C}_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-( $\text{C}_1$ - $\text{C}_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $\text{C}_1$ - $\text{C}_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of  $-\text{N}_3$ ,  $-\text{CO}_2\text{R}^4$ ,  $-\text{CONR}^5\text{R}^6$ ,  $-\text{P}(\text{O})(\text{OR}^4)_2$ ,  $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)_2$ , and  $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)(\text{OR}^4)$ , where  $\text{R}^4$ ,  $\text{R}^5$ , and  $\text{R}^6$  are each independently selected in each occurrence from the group consisting of hydrogen,  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_3$ - $\text{C}_8$  cycloalkyl,  $\text{C}_1$ - $\text{C}_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $\text{C}_1$ - $\text{C}_6$  alkyl; or

when X and Y are taken together to form  $=\text{NNR}^2\text{R}^3$ ,  $\text{R}^2$  and  $\text{R}^3$  are taken together with the attached nitrogen to form an optionally substituted heterocycle;

providing that Y and  $\text{R}^1$  are not both alkyl;

$R^A$  represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ'$ , where  $m'$  is an integer from 0-6 and  $Z'$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzoyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z'$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4'}$ ,  $-CONR^{5'}R^{6'}$ ,  $-P(O)(OR^{4'})_2$ ,  $-P(O)(NR^{4'}R^{5'})_2$ , and  $-P(O)(NR^{4'}R^{5'})(OR^{4'})$ , where  $R^{4'}$ ,  $R^{5'}$ , and  $R^{6'}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl; or

$R^A$  represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ'$ , where  $m'$  is an integer from 0-6 and  $Z'$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzoyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z'$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4'}$ ,  $-CONR^{5'}R^{6'}$ ,  $-P(O)(OR^{4'})_2$ ,  $-P(O)(NR^{4'}R^{5'})_2$ , and  $-P(O)(NR^{4'}R^{5'})(OR^{4'})$ , where  $R^{4'}$ ,  $R^{5'}$ , and  $R^{6'}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl; and

$R^B$  represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ''$ , where  $m''$  is an integer from 0-6 and  $Z''$  is

selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4''</sup>, -CONR<sup>5''</sup>R<sup>6''</sup>, -P(O)(OR<sup>4''</sup>)<sub>2</sub>, -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)<sub>2</sub>, and -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)(OR<sup>4''</sup>), where R<sup>4''</sup>, R<sup>5''</sup>, and R<sup>6''</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

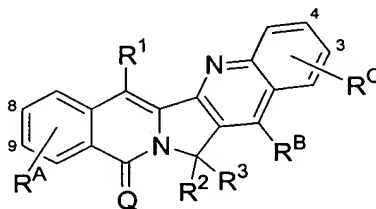
R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m''</sub>Z'', where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4''</sup>, -CONR<sup>5''</sup>R<sup>6''</sup>, -P(O)(OR<sup>4''</sup>)<sub>2</sub>, -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)<sub>2</sub>, and -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)(OR<sup>4''</sup>), where R<sup>4''</sup>, R<sup>5''</sup>, and R<sup>6''</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl is described.

2. (original) The compound of claim 1, wherein X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>.

3. (original) The compound of claim 1, wherein X and Y are taken together to form  $=CR^2R^3$ , and the carbon-carbon double bond formed thereby is an E-double bond.
4. (original) The compound of claim 1, wherein Z is selected from the group consisting of hydroxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, and nitro.
5. (original) The compound of claim 1, wherein Z' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
6. (original) The compound of claim 1, wherein Z'' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
7. (original) The compound of claim 1, wherein X and Y are taken together to form  $=CR^2R^3$ ; and R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub> haloalkyl or aminoalkyl; and R<sup>1</sup> is hydrogen.
8. (original) The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle.
9. (original) The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of the substituents are adjacent substituents and are taken together with the attached carbons to form a heterocycle selected from the group consisting of dioxolane and dioxane.
10. (original) The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle; and Z'' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
11. (original) The compound of claim 1, wherein Q is oxygen; and R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy).
12. (original) The compound of claim 1, wherein Q is oxygen; and R<sup>1</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, aminoalkyl, or C<sub>1</sub>-C<sub>6</sub> haloalkyl.
13. (original) The compound of claim 1, wherein Q is oxygen, R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy), R<sup>B</sup> is 8,9-alkylenedioxy, and X and Y are taken together to form  $=CR^2R^3$ , where R<sup>2</sup> is hydrogen.
14. (original) The compound of claim 1, wherein Q is oxygen, R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy), R<sup>B</sup> is 8,9-alkylenedioxy, X and Y are taken together to form  $=CR^2R^3$ , R<sup>2</sup> is hydrogen, and R<sup>1</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>3</sub>-C<sub>8</sub>

halocycloalkyl, amino-C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkylamino-C<sub>1</sub>-C<sub>6</sub> alkyl, or (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino-C<sub>1</sub>-C<sub>6</sub> alkyl.

15. (currently amended) A compound of the formula:



wherein

Q is oxygen or sulfur;

R<sup>1</sup>, R<sup>2</sup>, and R<sup>3</sup> are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ$ , where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -P(O)(OR<sup>4</sup>)<sub>2</sub>, -P(O)(NR<sup>4</sup>R<sup>5</sup>)<sub>2</sub>, and -P(O)(NR<sup>4</sup>R<sup>5</sup>)(OR<sup>4</sup>), where R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

R<sup>1</sup> is selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ$ , where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the

group consisting of  $-N_3$ ,  $-CO_2R^4$ ,  $-CONR^5R^6$ ,  $-P(O)(OR^4)_2$ ,  $-P(O)(NR^4R^5)_2$ , and  $-P(O)(NR^4R^5)(OR^4)$ , where  $R^4$ ,  $R^5$ , and  $R^6$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl; and  $R^2$  and  $R^3$  are taken together with the attached carbon to form an optionally substituted carbocycle or heterocycle;

$R^A$  represents 1-4 substituents each consisting of an independently selected radical  $-(CH_2)_{m'}Z'$ , where  $m'$  is an integer from 0-6 and  $Z'$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzoyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z'$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4'}$ ,  $-CONR^{5'}R^{6'}$ ,  $-P(O)(OR^{4'})_2$ ,  $-P(O)(NR^{4'}R^{5'})_2$ , and  $-P(O)(NR^{4'}R^{5'})(OR^{4'})$ , where  $R^{4'}$ ,  $R^{5'}$ , and  $R^{6'}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl, providing that at least one of  $R^A$  is at carbon 8 or ~~carbon 9~~; carbon 9 in the formula; or

$R^A$  represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_{m'}Z'$ , where  $m'$  is an integer from 0-6 and  $Z'$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzoyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl)( $C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z'$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4'}$ ,  $-CONR^{5'}R^{6'}$ ,  $-P(O)(OR^{4'})_2$ ,  $-P(O)(NR^{4'}R^{5'})_2$ , and

-P(O)(NR<sup>4'</sup>R<sup>5'</sup>)(OR<sup>4'</sup>), where R<sup>4'</sup>, R<sup>5'</sup>, and R<sup>6'</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>B</sup> is selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m''</sub>Z'', where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4''</sup>, -CONR<sup>5''</sup>R<sup>6''</sup>, -P(O)(OR<sup>4''</sup>)<sub>2</sub>, -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)<sub>2</sub>, and -P(O)(NR<sup>4''</sup>R<sup>5''</sup>)(OR<sup>4''</sup>), where R<sup>4''</sup>, R<sup>5''</sup>, and R<sup>6''</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; and'

R<sup>C</sup> represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m'''</sub>Z''', where m''' is an integer from 0-6 and Z''' is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z''' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4'''</sup>, -CONR<sup>5'''</sup>R<sup>6'''</sup>, -P(O)(OR<sup>4'''</sup>)<sub>2</sub>, -P(O)(NR<sup>4'''</sup>R<sup>5'''</sup>)<sub>2</sub>, and -P(O)(NR<sup>4'''</sup>R<sup>5'''</sup>)(OR<sup>4'''</sup>), where R<sup>4'''</sup>, R<sup>5'''</sup>, and R<sup>6'''</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

R<sup>C</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted

carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_m-Z''$ , where  $m''$  is an integer from 0-6 and  $Z''$  is selected from the group consisting of halogen, hydroxy,  $C_1-C_6$  alkanoyloxy, optionally substituted benzoyloxy,  $C_1-C_6$  alkyl,  $C_1-C_6$  alkoxy,  $C_3-C_8$  cycloalkyl,  $C_3-C_8$  cycloalkoxy,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $C_1-C_6$  haloalkyl,  $C_1-C_6$  haloalkoxy,  $C_3-C_8$  halocycloalkyl,  $C_3-C_8$  halocycloalkoxy, amino,  $C_1-C_6$  alkylamino,  $(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$ amino, alkylcarbonylamino,  $N-(C_1-C_6 \text{ alkyl})$ alkylcarbonylamino, aminoalkyl,  $C_1-C_6$  alkylaminoalkyl,  $(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$ aminoalkyl, alkylcarbonylaminoalkyl,  $N-(C_1-C_6 \text{ alkyl})$ alkylcarbonylaminoalkyl, cyano, nitro,  $C_1-C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z''$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4''}$ ,  $-CONR^{5''}R^{6''}$ ,  $-P(O)(OR^{4''})_2$ ,  $-P(O)(NR^{4''}R^{5''})_2$ , and  $-P(O)(NR^{4''}R^{5''})(OR^{4''})$ , where  $R^{4''}$ ,  $R^{5''}$ , and  $R^{6''}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1-C_6$  alkyl,  $C_3-C_8$  cycloalkyl,  $C_1-C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1-C_6$  alkyl is described.

16. (currently amended) The compound of claim 15, wherein at least one of  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^A$ ,  $R^B$ , or  $R^C$  is not hydrogen.

17. (original) The compound of claim 15, wherein  $R^A$  is 2,3-bis( $C_1-C_6$  alkoxy).

18. (original) The compound of claim 15, wherein Q is oxygen,  $R^A$  is 2,3-bis( $C_1-C_6$  alkoxy), and  $R^B$ ,  $R^C$ ,  $R^1$ ,  $R^2$ , and  $R^3$  are each hydrogen.

19. (original) The compound of claim 15, wherein  $Z'$  is selected from the group consisting of hydroxy and nitro.

20. (original) The compound of claim 15, wherein  $R^A$  represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_mZ'$ , where  $Z'$  is selected from the group consisting of hydroxy and nitro.

21. (original) The compound of claim 15, wherein  $Z''$  is nitro.

22. (original) The compound of claim 15, wherein  $Z'''$  is nitro.



23. (original) The compound of claim 15, wherein  $R^C$  represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_m-Z'''$ ; and  $Z'''$  is nitro.

24. (currently amended) A pharmaceutical composition comprising a compound of claim 1 ~~or claim 15~~ and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

25. (currently amended) A method for treating a mammal in need of relief from a disease state including cancer, comprising administering to the mammal an effective amount of a compound according to claim 1 ~~or claim 15 or an effective amount of a pharmaceutical composition according to claim 24~~.

26. (new) A pharmaceutical composition comprising a compound of claim 15 and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

27. (new) A method for treating a mammal in need of relief from a disease state including cancer, comprising administering to the mammal an effective amount of a compound according to claim 15.